

**EXHIBIT C**

**To Quarterly Application**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
          )  
W.R. GRACE & CO., et. al., ) Case No. 01-01139 (JKF)  
          ) (Jointly Administered)  
Debtors. )  
          ) Objection Deadline: March 14, 2012 @ 4:00 p.m.  
          ) Hearing Date: Only if Objection is Timely Filed  
          )

**TWENTY-SECOND MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP	
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")	
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009	
Period for which compensation and reimbursement is sought:	December 1, 2011, through December 31, 2011	
Amount of compensation sought as actual, reasonable and necessary:	CDN \$	2,598.75
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$	337.84

This Applicant's Twenty-Second Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00 \$ 3,494.25	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00 \$ 744.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00 \$ 1,593.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 – August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011 – September 30, 2011	\$ 15,104.64	\$ 4,604.40	\$ 12,083.71	\$ 4,604.40

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period  
(Continued):**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00	\$ 2,705.74	\$ 2,988.00	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011– November 30, 2011	\$ 3,450.00	\$ 448.50	Pending	Pending

**Fee Detail by Professional for the Period of December 1, 2011, through December 31, 2011:**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>2</sup> (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 23 Years 1988	\$525.00	2.95	\$ 1,548.75
David Thompson – Travel			0.00	0.00
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	1.80	\$ 810.00
Matthew G. Moloci - Travel		\$225.00	0.00	0.00
Cindy Yates	Law Clerk, 25 Yrs.	\$120.00	2.00	\$ 240.00
<b>Grand Total</b>			<b>6.75</b>	<b>\$ 2,598.75</b>
Blended Rate				\$ 385.00
Blended Rate (excluding Law Clerk time)				\$ 496.57

<sup>2</sup> Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

**Monthly Compensation by Matter Description for the Period of December 1, 2011, through December 31, 2011:**

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	2.25	\$ 1,143.75
11 - Fee Applications, Applicant	3.85	\$ 1,128.75
12 – Fee Applications, Others	0.55	\$ 273.75
14 – Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 – Other	0.10	\$ 52.50
<b>TOTAL</b>	<b>6.75</b>	<b>\$ 2,598.75</b>

**Monthly Expense Summary for the Period December 1, 2011, through December 31, 2011:**

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		0.00
Harmonized Sales Tax (HST) 13%		\$ 337.84
<b>TOTAL</b>		<b>\$ 337.84</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for December 1, 2011, through December 31, 2011, (this “Monthly Fee Statement”)<sup>3</sup> pursuant to the Modified Order Granting The Canadian

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<sup>3</sup>Applicant's Invoice for December 1, 2011, through December 31, 2011, is attached hereto as **Exhibit A**.

ZAI Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

**PLEASE TAKE FURTHER NOTICE** that responses or objections to this Monthly Fee Statement, if any, must be filed on or before March 14, 2012, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

**PLEASE TAKE FURTHER NOTICE** that Applicant respectfully requests that, for the period December 1, 2011, through December 31, 2011, an allowance be made to Scarfone

Hawkins LLP for compensation in the amount of CDN \$2,598.75 and actual and necessary expenses in the amount of CDN \$337.84 (13% Harmonized Sales Tax) for a total allowance of CDN \$2,936.59; Actual Interim Payment of CDN \$2,079.00 (80% of the allowed fees) and reimbursement of CDN \$337.84 (100% of the allowed expenses) be authorized for a total payment of CDN \$2,416.84; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: February 21, 2012

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**

# **EXHIBIT A**

**W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION**

U.S. FEE APPLICATION  
DATE:  
December 31, 2011  
OUR FILE NO: 05L121

# **Scarfone Hawkins LLP**

H.S.T. REGISTRATION NO. 873984314 RT - 0001

## **CANADIAN ZAI MONTHLY FEE APPLICATION (December 1, 2011 – December 31, 2011)**

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
12/01/11	emails to and from Careen Hannouche	DT	\$525.00	0.15	\$78.75
12/01/11	Emails from David Thompson and Careen Hannouche regarding payment and reconciliation process	MGM	\$450.00	0.10	\$45.00
12/02/11	Further email from David Thompson to Careen Hannouche regarding payment and reconciliation process	MGM	\$450.00	0.10	\$45.00
12/07/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
12/07/11	Email from Karen Harvey with attached Certificates of No Objection for Nineteenth Monthly Fee Applications of Lauzon Belanger Lesperance, Scarfone Hawkins and The Hogan Firm; review	MGM	\$450.00	0.10	\$45.00
12/08/11	receipt CNO's from Karen Harvey, receipt James Luckey email, memos to and from Matt Moloci re fee application and memo to Cindy Yates	DT	\$525.00	0.25	\$131.25
12/08/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
12/09/11	receipt of and respond to class member inquiries	DT	\$525.00	0.10	\$52.50
12/12/11	receipt of and respond to class member inquiries and follow-ups	DT	\$525.00	0.25	\$131.25
12/13/11	Teleconference with CDN ZAI PD claimant Len Cowan; provide update regarding status of U.S. proceedings and settlement	MGM	\$450.00	0.10	\$45.00
12/13/11	Email from Cindy Yates to Karen Harvey with attached Monthly Fee Application of Scarfone Hawkins for October 2011 together with Pinchin Account dated October 26, 2011; review; further emails from and to Cindy Yates and Karen Harvey regarding fee application	MGM	\$450.00	0.10	\$45.00

	and disbursement;				
12 /13/11	Email from CDN ZAI PD claimant Frank Boyles; emails to and from Bridget Scott and David Thompson regarding response to inquiry	MGM	\$450.00	0.10	\$45.00
12 /13/11	Email from David Thompson with attached letter from Lauzon Belanger Lesperance regarding Hogan's fees and payment;	MGM	\$450.00	0.10	\$45.00
12 /14/11	receipt Careen Hannouche email, memo to Cindy Yates, memo to Matt Moloci all re: Dan Hogan account	DT	\$525.00	0.25	\$131.25
12 /14/11	Emails from Karen Harvey and Cindy Yates reconciling Pinchin Environmental invoice and payment;	MGM	\$450.00	0.10	\$45.00
12 /15/11	receipt Karen Harvey email, review, review account and certification of counsel, execute certification of counsel, memos to and from Cindy Yates	DT	\$525.00	0.25	\$131.25
12 /15/11	Emails from Karen Harvey with attached 20th Monthly Fee Applications of Scarfone Hawkins and The Hogan Firm; review	MGM	\$450.00	0.10	\$45.00
12 /16/11	receipt Karen Harvey and Careen Hannouche emails re allocation of Pinchin account	DT	\$525.00	0.25	\$131.25
12 /16/11	Emails from Karen Harvey with attached 20th Monthly Fee Applications of Lauzon Belanger Lesperance; review	MGM	\$450.00	0.10	\$45.00
12 /19/11	receipt of and respond to multiple and various class member inquiries, memo to clerk to send-out standard email responses, receipt Careen Hannouche email re: Dan Hogan accounts, memo to Cindy Yates, payments to Lauzon Belanger	DT	\$525.00	0.50	\$262.50
12 /19/11	Email from Cindy Yates with attached letter from Careen Hannouche of Lauzon Belanger Lesperance regarding payment and reconciliation of The Hogan Firm invoices for services rendered	MGM	\$450.00	0.10	\$45.00
12 /20/11	receipt Karen Harvey email re: receipt of funds	DT	\$525.00	0.10	\$52.50
12 /20/11	emails to and from Karen Harvey, etc., memos to and from Cindy Yates re: CNO's and wire transfer of holdback funds	DT	\$525.00	0.25	\$131.25
12 /20/11	Email from Karen Harvey confirming payment from Grace of September fee application and expected payment for April, May, June 2011 holdback; further email from Karen Harvey with attached Certificates of No Objection for Seventh Quarterly Fee Applications of The Hogan Firm, Scarfone Hawkins and Lauzon Belanger Lesperance; review	MGM	\$450.00	0.20	\$90.00
12 /20/11	Emails from and to David Thompson, Cindy Yates and Sue McCormick regarding receipt and reconciliation of payments from Grace	MGM	\$450.00	0.10	\$45.00
12 /23/11	Email from David Thompson to Sue McCormick regarding anticipated payment from The Hogan Firm next week	MGM	\$450.00	0.10	\$45.00
12 /29/11	receipt Karen Harvey email, follow-up memo to Cindy Yates re: holdback cheque sent	DT	\$525.00	0.10	\$52.50

12 /29/11	Email inquiry from CDN ZAI PD claimants Carol Adair and Bruce Keffer; email from David Thompson regarding response	MGM	\$450.00	0.10	\$45.00
12 /30/11	Email from Dan Hogan forwarding email inquiry from CDN ZAI PD claimants Carol Adair and Bruce Keffer; email reply to Hogan	MGM	\$450.00	0.10	\$45.00
12 /30/11	Discuss Dan Hogan email with David Thompson	MGM	\$450.00	0.10	\$45.00
12 /31/11	review dockets for period December 1, 2011 to December 31, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of December 1, 2011 to December 31, 2011	LC	\$120.00	2.00	\$240.00
		<b>SUB-TOTAL</b>		<b>6.75</b>	<b>\$2,598.75</b>

TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 23 + years	DT	2.95	\$525.00	\$1,548.75	\$201.34
MATTHEW G. MOLOCI 13 + years	MGM	1.80	\$450.00	\$810.00	\$105.30
LAW CLERK Cindy Yates 30 years	CY	2.00	\$120.00	\$240.00	\$31.20
<b>SUB-TOTAL:</b>		<b>6.75</b>		<b>\$2,598.75</b>	<b>\$337.84</b>
<b>TOTAL FEES AND TAXES:</b>					<b>\$2,936.59</b>

<b>TOTAL FEES AND APPLICABLE TAXES:</b>	<b>\$2,936.59</b>
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THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.

# **EXHIBIT B**

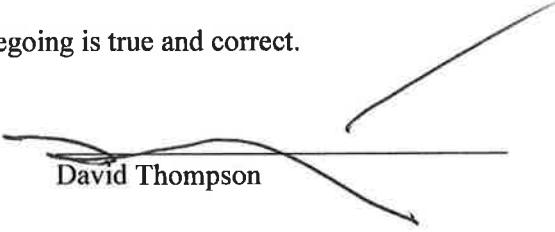
**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: SS  
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
  2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
  3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
  4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
  5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED  
Before me this 21<sup>ST</sup> day of February, 2012.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

Cindy Lea Yates, a Commissioner, etc.,  
City of Hamilton, for Scarfone Hawkins LLP,  
Barristers and Solicitors.  
Expires March 21, 2012.